MINUTES
Meeting of the MassDOT Board of Directors
February 12, 2018

The MassDOT Board of Directors was called to order at 12:07 p.m. by Chair Stephanie Pollack.

Those present were Chair Stephanie Pollack, Directors Ruth Bonsignore Steven Poftak, Robert Moylan, Tim King, Dean Mazzarella, Brian Shortsleeve, Betsy Taylor, Monica Tibbits-Nutt and Joseph Sullivan being a quorum of the Board of Directors of the Massachusetts Department of Transportation (Board).

Also present were Registrar of Motor Vehicles Erin Deveney, Rail and Transit Administrator Astrid Glynn, Highway Administrator Jonathan Gulliver, Aeronautics Administrator Jeffrey DeCarlo, David Pottier, David Mohler, Michelle Ho, Owen Kane, Marie Breen, Nathan Peyton, Jim Eng and Daniel Sullivan

Chair Pollack opened up the public comment session.

Next, Robert Sloane and Harry Mattson commented on the I-90 Allston draft environmental impact report.

Next, Carl Seglem commented on the extended comment period for the I-90 Allston project and tunnel ramp access for Silver Line use.

Next, Richard Prone, MBTA Advisory Board Member from Duxbury, commented on Old Colony Kingston-Plymouth commuter rail service.

The final speaker was Fred Salvucci who commented on the Allston I-90 project public comment extension, I-90 Viaduct, bus service in Brighton and Ted Williams Tunnel ramp for the Silver Line.

Next was the approval of the minutes of the January 22, 2018 meeting.

On motion duly made and seconded, it was;

VOTED: To approve the minutes of January 22, 2018.

Chair Pollack noted that the reports from the Registrar of Motor Vehicles and Aeronautics Administrator were written submittals, and are attached hereto and labeled "Registry of Motor Vehicles Board Report, February 12, 2018" and "Private Restricted Landing Areas (PRLAs) in the Commonwealth Board Report, February 12, 2018."

Next, the Chair gave the report of the Secretary and CEO. Secretary Pollack updated the Board on the Trump Administration Infrastructure announcement, the capital budget including MassDOT sources and capital spending for 2nd quarter, formation and first meeting of the Commission on the Future of Transportation in the Commonwealth, the South Coast Rail, draft State Rail Plan and the Bike/Pedestrian Bridge over Route 134 in Dennis and

Yarmouth. Ms. Pollack concluded her report by mentioning that on February 9, 2018, MassDOT and students from Bristol-Plymouth Regional Tech Vocational Schools engaged to make students aware of possible careers in transportation, as set forth in the attached document labeled "Secretary Pollack's Remarks, February 12, 2018."

Next, Chair Pollack called upon Highway Administrator Jonathan Gulliver to present Agenda Item 3, the Report of the Highway Administrator. Mr. Gulliver provided the Board with updates on the 2017-2018 snow and ice season and the Small Bridge Program Round 2, as set forth in the attached document labeled "Highway Administrator's Report, February 12, 2018." Discussion ensued.

Next, Chair Pollack called upon Rail and Transit Administrator Astrid Glynn to present Agenda Item 5, the Report of the Rail and Transit Administrator, Ms. Glynn provided an update on the State Rail Plan to the Board and noted the purpose of the Rail Plan was required by the FRA to guide the future of the rail system and rail services in the state. Ms. Glynn discussed the Rail Plan components including: an overview of passenger rail and freight rail in Massachusetts; as set forth in the attached presentation labeled, "Draft State Rail Plan, February 12, 2018." Discussion ensued.

Next, Chair Pollack called on Anne Gorczyca, MassDOT's Director for Design-Build to present Agenda Item 7, the Raynham Design-Build Contract.

Ms. Gorczyca discussed the new Raynham bridge project that would include the complete removal of the existing bridge structure along Route 44 and Route 24 and construction of the new proposed bridge in multiple stages, as set forth in the attached document labeled, “Bridge Replacement US Route 44 Over State Route 24 Raynham, February 12, 2018.” Discussion ensued. Chair Bonsignore noted that the Capital Programs Committee recommended approval of this contract.

On motion, duly made and seconded, it was;

VOTE:

That the Board of Directors for the Massachusetts Department of Transportation (“MassDOT”) hereby authorizes the Secretary, or her designee, to execute in the name and on behalf of MassDOT, and in a form approved by General Counsel, a certain Highway Division Contract No. 102123 entitled, RAYNHAM- BRIDGE REPLACEMENT, R-02-013 (3PA), US 44 OVER SR 24 Design-Build Project with SPS New England, Inc., in the amount of $19,423,400.00, said Design-Build Entity being the Best Value Design-Build in response to requests for sealed Proposals.

Next, Chair Pollack commented that Agenda Item 8, the HR Hiring Updates was a written submission included in their Board Books, as set forth in the attached document labeled “HR 18 Hiring Plan Update, February 12, 2018.” Discussion ensued with contribution from Assistant Secretary of Human Resources Jessie Saintcyr.

Next, at the call of Fiscal and Management Control Board (FMCB) Chair Joseph Aiello, a meeting of the Fiscal and Management Control Board was called to order at 1:27 p.m. at the State Transportation Building, Transportation Board Room, 10 Park Plaza, Boston, Massachusetts joining the MassDOT Board of Directors Meeting for Joint Board presentations.

Chair Pollack asked Chair Aiello to give the report of the FMCB, Agenda Item 9. Chair Aiello updated the MassDOT Board on matters discussed at the last three FMCB meetings including: an agreement reached with Local 264 to reduce future bus maintenance costs while improving productivity and retaining the Local 264 workforce; commencement of a series of budget discussions, both operating and capital, for the FY19 Budget and the upcoming Capital Investment Program; updates on the student and youth pass programs and the corporate pass program; commuter rail performance; Positive Train Control (PTC) update; Focus 40 update; approval of a contract for on-call commuter rail construction services for right-of-way improvements; the Governor's FY19 (House 2) impacts and discussion amongst the Board Members on ways to structure future FMCB meetings.

Next, Chair Pollack called upon Deputy CFO Michelle Ho to present Agenda Item 10, the MassDOT Capital Spending Q2 Update. Ms. Ho noted that the MassDOT FY18-FY22 Capital Investment Plan forecasts $9.5B in capital spending over the next five years and provided a summary overview, as set forth

in the attached document labeled “FY18 Q2 MassDOT Capital Spending Update, February 6, 2018.” Discussion ensued

MBTA Capital Director Joanna Aalto continued with the MBTA’s major capital program goals for FY18 and noted the FY18 total capital was $942M programmed in the CIP. Ms. Aalto discussed the top 20 capital projects and FY18 State of Good Repair (SGR) construction contracts and provided the Board with an E-Building update with a high level project roadmap for accelerated implementation, as set forth in the document labeled “FY18 Q2 MBTA Capital Program Update, February 12, 2018.” Discussion ensued.

Next, Chair Pollack asked Andrea D’Amato, Assistant Secretary for Operational Excellence to present Agenda Item 11, a discussion of Construction Season Mitigation and Communications. Ms. D’Amato noted that over 1,000 public and private projects were planned and/or programmed for construction in Massachusetts with an initial focus on 2018-2022. She said the goal was to minimize impacts to communities and the traveling public with effective construction coordination, clear communication, and detailed outreach and mitigation planning. Ms. D’Amato discussed stakeholder outreach and engagement and next steps, as set forth in the attached document labeled “Construction Coordination & Management Planning MassDOT-Highway/MBTA, February 12, 2018.” Discussion ensued.

Next, Chair Pollack called upon Jim Eng, South Coast Rail Project Director to present Agenda Item 12, an update on the South Coast Rail (SCR).

Mr. Eng detailed the phased approach and said MassDOT was proposing to provide commuter rail service to the region by 2022 with a one-seat ride from New Bedford and Fall River to Boston. The cost of the Stoughton Full Build had increased to $3.2 B while the design and construction timeline lengthened.

Mr. Eng continued with the benefits of Phase 1 construction and discussed how often the trains would operate, ridership projections and details, how MassDOT would mitigate environmental impacts, and how MassDOT would help communities plan program costs and schedule, as set forth in the attached presentation labeled “Capital Programming Committee - South Coast Rail Phase 1 Service, February 12, 2018.” Discussion ensued.

The final Joint Board Item was Agenda Item 13, the HR Strategic Plan Update. This document was not presented but was included in the board packages and is attached and labeled “MassDOT-MBTA Human Resources Strategic Plan Updates, February 12, 2018.”

On motion duly made and seconded, it was;

VOTED: to adjourn the MassDOT Board of Directors at 2:35 p.m.

Documents relied upon for this meeting:

Minutes of the January 22, 2018 meeting
Secretary Pollack’s Remarks, February 12, 2018
Highway Administrator’s Report, February 12, 2018
Registry of Motor Vehicles Board Report, February 12, 2018
Rail and Transit Administrator’s Report - Draft State Rail Plan, February 12, 2018

Aeronautics Administrator's Report - Private Restricted Landing Areas (PRLAs) in the Commonwealth of Massachusetts Board Report, February 12, 2018
Draft State Rail Plan, February 12, 2018
Bridge Replacement US Route 44 Over State Route 24 Raynham, February 12, 2018
HR 18 Hiring Plan Update, February 12, 2018
FY18 Q2 MassDOT Capital Spending Update, February 6, 2018
FY18 Q2 MBTA Capital Program Update, February 12, 2018
Construction Coordination & Management Planning MassDOT-Highway/MBTA, February 12, 2018
Capital Programming Committee - South Coast Rail Phase 1 Service, February 12, 2018
MassDOT-MBTA Human Resources Strategic Plan Updates, February 12, 2018